

of insurance provided for in Section 3.19 or as an award from any Taking with respect to a Property or part thereof, which award or insurance moneys are not required to be paid to the Company or the Lessee, shall be applied, on the Instalment Date specified as the date fixed for prepayment in the Officers' Certificate referred to in subparagraph (a) below, without notice and as provided in Sections 1.05 and 6.05, to the prepayment of the outstanding Notes at or on account of the unpaid principal amount thereof on such Instalment Date.

The application of said moneys to prepayments as aforesaid shall be effected upon receipt by and deposit with the Trustee of the following:

(a) An Officers' Certificate directing the application pursuant to this Section of specified moneys, and specifying the principal amount of outstanding Notes to be prepaid and the date fixed for prepayment, which shall be the Instalment Date next occurring after the expiration of 30 days from the receipt by the Trustee of the certificates and opinion specified in this Section 5.05.

(b) An Officers' Certificate dated not more than 30 days prior to the application to the Trustee for the application of such moneys, stating that no Event of Default has occurred which has not been remedied.

(c) An Opinion of Counsel stating that the instruments which have been or are therewith delivered to and deposited with the Trustee conform to the requirements of this Mortgage, and that upon the basis of such instruments it is proper for the Trustee to apply said moneys under this Section in accordance with the directions set forth in the Officers' Certificate provided for in clause (a) above.

ARTICLE VI
Prepayment of Notes

SECTION 6.01. *Restrictions on Prepayments.* Except as otherwise provided in Sections 5.03, 5.04 and 5.05 hereof, no prepayment of Series A Notes may be made except as expressly permitted by this Article.

SECTION 6.02. *Optional Prepayments of Series A Notes.* The Company at its option may prepay, on any Instalment Date, the Series A Notes in whole at any time or, in part from time to time, in multiples of \$1,000,000 at a price equal to one hundred per cent (100%) of the principal amount of such Notes being prepaid together with a premium equal during the 12 month periods ending with the dates specified to the following respective percentages of such principal amount:

March 31, 1965	5.25%
March 31, 1966	4.97%
March 31, 1967	4.70%
March 31, 1968	4.42%
March 31, 1969	4.14%
March 31, 1970	3.87%
March 31, 1971	3.59%
March 31, 1972	3.32%
March 31, 1973	3.04%
March 31, 1974	2.76%
March 31, 1975	2.49%
March 31, 1976	2.21%
March 31, 1977	1.93%
March 31, 1978	1.66%
March 31, 1979	1.38%
March 31, 1980	1.11%
March 31, 1981	.83%
March 31, 1982	.55%
March 31, 1983	.28%
March 31, 1984 and thereafter	.00%

together with accrued interest to the date fixed for prepayment; provided, however, that prior to April 1, 1974, no prepayment shall be effected pursuant to this Section 6.02 which, directly or indirectly,